

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

RTI HOLDING COMPANY, LLC, *et al*,¹

Debtors.

Chapter 11

Case No. 20-12456 (JTD)

(Jointly Administered)

Hearing Date: November 3, 2020 at 1:00 p.m. ET
Objection Deadline:
October 29, 2020 at 4:00 p.m. ET²
Related to Docket Nos. 51, 85, 87, 198

JOINDER OF MEEKER FAMILY LIMITED PARTNERSHIP AND WILLIAM V. MEEKER TO OBJECTION OF BRIXMOR OPERATING PARTNERSHIP LP, CGI 3, LP, SCF RD FUNDING IV, LLC, STORE MASTER FUNDING XIII, LLC, STORE MASTER FUNDING XIV, LLC AND STORE SPE RUBY TUESDAY 2017-8, LLC TO MOTION OF DEBTORS FOR ENTRY OF INTERIM AND FINAL ORDERS (I) AUTHORIZING DEBTORS TO (A) OBTAIN POSTPETITION FINANCING PURSUANT TO 11 U.S.C. §§ 105, 361, 362, 364(C)(1), 364(C)(2), 364(C)(3), 364(C)(1), AND 364(E) OF THE BANKRUPTCY CODE AND (B) USE CASH COLLATERAL PURSUANT TO 11 U.S.C. § 363, (II) GRANTING ADEQUATE PROTECTION PURSUANT TO 11 U.S.C. §§ 361, 362, 363, AND 364, AND (III) SCHEDULING FINAL HEARING

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's U.S. tax identification number are as follows: RTI Holding Company, LLC (4966); Ruby Tuesday, Inc. (5239); Ruby Tuesday, LLC (1391); RTBD, LLC (6505); RT of Carroll County, LLC (8836); RT Denver Franchise, L.P. (2621); RT Detroit Franchise, LLC (8738); RT Distributing, LLC (6096); RT Finance, LLC (7242); RT FL Gift Cards, Inc. (2189); RT Florida Equity, LLC (7159); RT Franchise Acquisition, LLC (1438); RT of Fruitland, Inc. (1103); RT Indianapolis Franchise, LLC (6016); RT Jonesboro Club (2726); RT KCMO Franchise, LLC (7020); RT Kentucky Restaurant Holdings, LLC (7435); RT Las Vegas Franchise, LLC (4969); RT Long Island Franchise, LLC (4072); RT of Maryland, LLC (7395); RT Michiana Franchise, LLC (8739); RT Michigan Franchise, LLC (8760); RT Minneapolis Franchise, LLC (2746); RT Minneapolis Holdings, LLC (7189); RT New England Franchise, LLC (4970); RT New Hampshire Restaurant Holdings, LLC (7438); RT New York Franchise, LLC (1154); RT Omaha Franchise, LLC (7442); RT Omaha Holdings, LLC (8647); RT One Percent Holdings, LLC (6689); RT One Percent Holdings II, LLC (2817); RT Orlando Franchise, LP (5105); RT Restaurant Services, LLC (7283); RT South Florida Franchise, LP (3535); RT Southwest Franchise, LLC (9715); RT St. Louis Franchise, LLC (6010); RT Tampa Franchise, LP (5290); RT Western Missouri Franchise, LLC (6082); RT West Palm Beach Franchise, LP (0359); RTTA, LP (0035); RTT Texas, Inc. (2461); RTTT, LLC (9194); Ruby Tuesday of Allegany County, Inc. (8011); Ruby Tuesday of Bryant, Inc. (6703); Ruby Tuesday of Columbia, Inc. (4091); Ruby Tuesday of Frederick, Inc. (4249); Ruby Tuesday of Linthicum, Inc. (8716); Ruby Tuesday of Marley Station, Inc. (1641); Ruby Tuesday of Pocomoke City, Inc. (0472); Ruby Tuesday of Russellville, Inc. (1601); and Ruby Tuesday of Salisbury, Inc. (5432). The Debtors' mailing address is 333 East Broadway Ave., Maryville, TN 37804.

² Extended by agreement.

Landlords Meeker Family Limited Partnership and William V. Meeker (collectively, "Landlords") hereby join in the *Objection of Brixmor Operating Partnership LP, CGI 3, LP, SCF RD Funding IV, LLC, STORE Master Funding XIII, LLC, STORE Master Funding XIV, LLC and STORE SPE RUBY TUESDAY 2017-8, LLC* [Docket No. 198] (the "Objection") to *Motion of Debtors For Entry Of Interim And Final Orders (I) Authorizing Debtors To (A) Obtain Postpetition Financing Pursuant To 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), And 364(e) And (B) Use Cash Collateral Pursuant To 11 U.S.C. § 363, (II) Granting Adequate Protection Pursuant To 11 U.S.C. §§ 361, 362, 363, And 364, And (III) Scheduling Final Hearing* (the "Financing Motion") [D.I. 51],³ and respectfully state as follows:

I. JOINDER IN OBJECTIONS

1. Landlords are lessors of the Debtors with respect to various leases for restaurants locations more particularly described in Exhibit "A" hereto. Landlords hereby join in the Objection [Docket No. 198] and any other landlord's objection to the Motion and adopt the arguments and authorities advanced therein. Landlords expressly request that the Court enter an order: (i) requiring the budget approved in connection with the final order on the Motion to include monies set aside for all post-petition rent (including for the months of November and December 2020); (ii) denying a waiver of section 506(c) and section 552 of the Bankruptcy Code; and (iii) granting such other and further relief as the Court deems is proper under the circumstances.

II. RESERVATION OF RIGHTS

2. Landlords reserve the right to further object to the Motion based upon any new information provided by the Debtors or upon any different relief requested by the Debtors.

WHEREFORE, Landlords respectfully request that the Court grant relief consistent with the other landlord objections to the Motion and this Joinder.

³ Capitalized terms used but not otherwise defined here shall have the meanings ascribed to them in the Financing Motion and accompanying documents.

Dated: October 27, 2020

Wilmington, Delaware

/s/ Leslie C. Heilman

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